

Exhibit 7.3

Restructuring Transactions Notice

All Plan Exhibits are subject to all of the provisions of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 17030) (as subsequently modified or amended, the "Modified Plan"), including, without limitation, Article 14.3, under which the Debtors have reserved the right to alter, amend, or modify the Modified Plan or any Exhibits thereto.

Restructuring Transactions Notice

The Restructuring Transactions listed below shall be implemented pursuant to the Plan, including, without limitation, Article 7.3 of the Plan.¹ Appropriate documentation of such transactions shall be filed with the appropriate governmental authorities as necessary under applicable law, subject to the terms of the Modification Approval Order.

On or following the Modification Approval Date, the Debtors or Reorganized Debtors, as the case may be, shall take such actions as may be necessary or appropriate to effect the relevant Restructuring Transactions as set forth in this Restructuring Transactions Notice, including, but not limited to, all of the transactions necessary to consummate the Master Disposition Agreement and the Plan. Such actions may include, without limitation: (a) the execution and delivery of appropriate agreements or other documents of merger, consolidation, or reorganization containing terms that are consistent with the terms of the Plan and that satisfy the requirements of applicable law; (b) the execution and delivery of appropriate instruments of transfer, assignment, assumption, guaranty, or delegation of any property, right, liability, duty, or obligation on terms consistent with the terms of the Plan; (c) the filing of appropriate certificates of incorporation, merger, consolidation, or dissolution with the appropriate governmental authorities under applicable law; and (d) all other actions that such Debtors and Reorganized Debtors determine are necessary or appropriate, including the making of filings or recordings in connection with the relevant Restructuring Transactions, the Master Disposition Agreement, and the Plan.

The form of each Restructuring Transaction shall be determined by the boards of directors of the Debtors or Reorganized Debtors party to any Restructuring Transaction.

In the event a Restructuring Transaction is a merger transaction, upon the consummation of such Restructuring Transaction, each party to such merger shall cease to exist as a separate corporate entity and thereafter the surviving Debtor or Reorganized Debtor, as the case may be, shall assume and perform the obligations of each merged Debtor or Reorganized Debtor, as the case may be, under the Plan.

In the event that a Debtor or Reorganized Debtor is liquidated, the entity which owned the equity interests of such liquidating Debtor or Reorganized Debtor, as the case may be, prior to such liquidation shall assume and perform the obligations of such liquidating Debtor or Reorganized Debtor.

¹ Capitalized terms used, but not otherwise defined, herein have the meanings ascribed to them in the Plan.

Illustrative Restructuring Transactions

Set forth below are (i) a current summary of the Restructuring Transactions, (ii) an organizational chart indicating the relationships of the relevant entities before the Restructuring Transactions,² and (iii) an organizational chart indicating the anticipated post-Effective Date ownership of DPH Holdings Co. The Restructuring Transactions listed below will be undertaken in furtherance of the transactions contemplated by the Master Disposition Agreement, and will be undertaken during the period from the Modification Approval Date through the Effective Date, as appropriate.

The transactions described below are illustrative of the Restructuring Transactions that the Debtors intend to undertake, but remain subject to further negotiations between the Debtors and Parnassus Holdings II, LLC. In addition, transactions other than those described below may be undertaken to achieve the purposes of the Restructuring Transactions, the Master Disposition Agreement, or the Plan. Furthermore, in addition to the Restructuring Transactions described below, certain non-Debtor entities may transfer certain non-Debtor equity and/or debt interests to other non-Debtor entities.

- Step 1:** Certain U.S. entities, including Delphi NY Holding Corporation, Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems (Holding), Inc., Delphi Technologies, Inc., Delco Electronics Overseas Corporation, Delphi Connection Systems, Specialty Electronics, Inc., Delphi Diesel Systems Corp., Delphi Medical Systems Corporation, Delphi Medical Systems Colorado Corporation, Delphi Mechatronic Systems, Inc., and Delphi International Holdings Corp., are each converted to a limited liability company and renamed (i.e., the entities listed above will be renamed as follows: Delphi NY Holding LLC, Delphi Automotive Systems Global (Holding), LLC ("DASGHL"), Delphi Automotive Systems (Holding), LLC ("DASHL"), Delphi Technologies, LLC, Delco Electronics Overseas Company LLC ("DEOC"), Delphi Connection Systems LLC, Specialty Electronics LLC, Delphi Diesel Systems LLC, Delphi Medical Systems LLC, Delphi Medical Systems Colorado LLC, Delphi Mechatronic Systems, LLC, and Delphi International Holdings LLC ("DIHL"), respectively).
- Step 2:** Delphi Automotive Systems LLC ("DAS LLC") transfers a certain promissory note (the "DAS LLC Note") to Rhodes I LLC, which in turn transfers the DAS LLC Note to Steeringmax S. de R.L. de C.V.
- Step 3:** Delphi Controladora, S.A. de C.V. ("DCSC") purchases the DAS LLC Note in exchange for three promissory notes which are, in the aggregate, in like amount to the DAS LLC Note, and then transfers the DAS LLC Note to DASHL.

² Certain entities that are not affected by the Restructuring Transactions described below do not appear on this organizational chart.

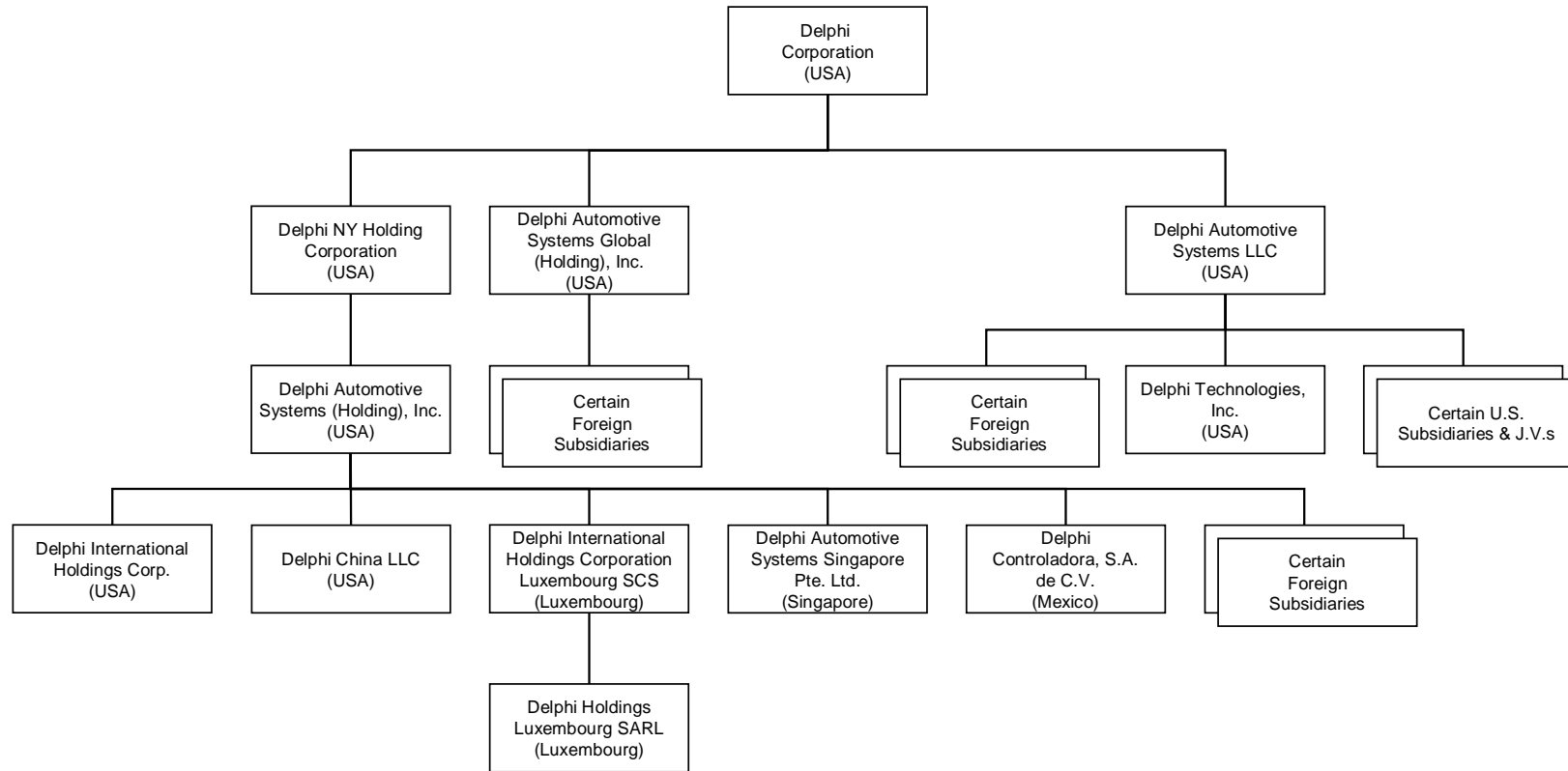
- Step 4:** Delphi Automotive Systems do Brasil Ltda. ("DASB") transfers to DASHL all of the outstanding stock of Saginaw Industria e Comercio de Auto Pecas Ltda.
- Step 5:** Delphi Automotive Systems Singapore Pte. Ltd. ("Delphi Singapore") transfers to DASHL a certain receivable from DAS LLC.
- Step 6:** An outstanding equity interest in Delphi Delco Electronics de Mexico, S.A. de C.V. is transferred to Delphi Electronics (Holding) LLC ("DEHL").
- Step 7:** Outstanding equity interests in the following entities are transferred to DASHL: Specialty Electronics (Singapore) Pte. Ltd., Delphi Connection Systems-Tijuana, S.A. de C.V. ("Delphi Tijuana"), AS Catalizadores Ambientales S.A. de C.V. ("ASCASC"), Mecel AB, Famar do Brasil Comercio e Representacao Ltd. ("FBCRL"), DEHL, and DASGHL.
- Step 8:** DASHL forms a new, wholly-owned Dutch B.V. ("Delphi B.V."). Outstanding equity interests in DCSC are transferred to Delphi B.V.
- Step 9:** Outstanding equity interests in the following entities are transferred to DEHL: Promotora de Partes Electricas Automotrices S.A. de C.V., Delphi Tijuana, ASCASC, and Bujias Mexicanas S.A. de C.V.
- Step 10:** Certain notes are transferred by DASHL to Delphi International Holdings Corporation Luxembourg SCS ("Lux SCS").
- Step 11:** DASHL forms a new, wholly-owned Luxembourg SARL ("Delphi SARL"). Outstanding equity interests in certain entities, including the following entities, are transferred to Delphi SARL: DASB, Lux SCS, Delphi Singapore, Delphi B.V., Mecel AB, FBCRL, Specialty Electronics (Singapore) Pte. Ltd., Daesung Electric Co., Ltd., Delphi Korea Corp., Packard Korea Incorporated, Korea Delphi Automotive Systems Corporation, DEHL, DASGHL, Delphi China LLC ("Delphi China"), and DIHL.³
- Step 12:** Lux SCS liquidates into Delphi SARL.
- Step 13:** An outstanding equity interest in Delphi China is transferred to Delphi Singapore.

³ Outstanding equity interests in the following entities are also so transferred: Closed Joint Stock Company PES/SCC; Delphi Automotive Systems (Netherlands) B.V.; Delphi Automotive Systems (Thailand) Ltd.; Delphi Automotive Systems Australia Ltd.; Delphi Automotive Systems Japan, Ltd.; Delphi Automotive Systems Philippines, Inc.; Delphi Automotive Systems Private Ltd.; Delphi Automotive Systems Singapore Pte. Ltd.; Delphi Canada Inc.; Delphi Diesel Systems Pakistan (Private) Limited; Delphi Insurance Limited; Delphi Packard Electric (Malaysia) Sdn. Bhd.; Delphi Packard Electric Sielin Argentina S.A.; Delphi Packard España, SL; Delphi Saginaw Steering Systems UK Limited; Delphi Slovensko s.r.o.; Holdcar S.A.; P.T. Delphi Automotive Systems Indonesia; TECCOM GmbH; and TecDoc Information System GmbH.

- Step 14:** Delphi SARL forms a new, wholly-owned U.K. Pte. Ltd. ("New DEOC Pte. Ltd."). DEOC transfers certain assets to New DEOC Pte. Ltd.
- Step 15:** Delphi Singapore forms a new, wholly-owned Taiwan entity ("Delphi Taiwan"). Delphi Automotive Systems International, LLC transfers certain assets to Delphi Taiwan.
- Step 16:** Delphi Automotive Overseas Corporation transfers certain assets to Closed Joint Stock Company "Delphi Samara."
- Step 17:** Outstanding equity interests in Delphi Automotive Systems (Thailand) Ltd. ("Delphi Thailand") and Delphi Otomotiv Sistemleri Sanayi ve Ticaret Anonim Sirket are transferred to Delphi SARL.
- Step 18:** Outstanding equity interests in Delphi Thailand and P.T. Delphi Automotive Systems Indonesia are transferred to Delphi Holdings Luxembourg SARL.
- Step 19:** An outstanding equity interest in Daewoo Motor Co., Ltd. is transferred to DIHL.⁴

⁴ On the Effective Date, certain assets and interests in entities (other than certain assets of, and all equity interests in, DPH Holdings Co.) will be transferred to, and certain liabilities will be assumed by, Parnassus Holdings II, LLC or one or more of its affiliates. Also, on or before the Effective Date, certain entities may be liquidated with and into DPH Holdings Co.

Organizational Chart Prior To Restructuring Transactions (Simplified)



Organizational Chart Of The Anticipated Post-Effective Date Ownership Of DPH Holdings Co. (Simplified)

